

EXHIBIT 2

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

Civil Division

North Central District, Burbank Courthouse, Department A

20BBCV00308

August 10, 2020

GEORGE GERRO vs BLOCKFI LENDING LLC, A

2:52 PM

DELAWARE LIMITED LIABILITY COMPANY

Judge: Honorable William D. Stewart

CSR: None

Judicial Assistant: R. Hernandez

ERM: None

Courtroom Assistant: None

Deputy Sheriff: None

APPEARANCES:

For Plaintiff(s): No Appearances

For Defendant(s): No Appearances

Other Appearance Notes: ****NON-APPEARANCE****

NATURE OF PROCEEDINGS: Ruling on Submitted Matter

The Court, having taken the matter under submission on 08/06/2020, now rules as follows: (see below)

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On the instant matters heretofore taken under submission on August 06, 2020, the Court makes its ruling as follows:

In accordance with *Verdugo v Alliantgroup, L.P.*, (2015) 237 Cal.App.4th 141, the court finds that plaintiff has unwaivable rights under California law. These are: California Commercial Code Section 9626(b)(1); California Financial Code Sections 22161(a)(5-7), 22750(b) and 22752(a). Accordingly the burden shifts to moving party to show that litigation in the selected forum, in this case the courts of the State of Delaware, will not impinge or diminish in any way the plaintiff's unwaivable rights.

Moving party contends that "Delaware Courts Apply California Law When Fundamental California Public Policy is at Issue." In its SUPPLEMENTAL BRIEF OF DEFENDANT BLOCKFI LENDING LLC IN SUPPORT OF MOTION TO STAY, OR IN THE ALTERNATIVE TO DISMISS, THE ACTION ON THE GROUND OF FORUM NON

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CONVENIENS filed July 31, 2020, defendant Blockfi Lending, LLC (and joined in by the co-defendant Scratch Services, LLC) cites a number of decisions and rules that make clear that the stated policies of the courts in Delaware will apply California law when fundamental California public policy is at issue, as it is here. The court finds that defendants have met their burden and established that the courts of the State of Delaware will not impinge or diminish in any way the plaintiff's unwaivable rights.

The cited unwaivable rights and fundamental California public policy (California Commercial Code Section 9626(b)(1); California Financial Code Sections 22161(a)(5-7), 22750(b) and 22752(a).) are considered by this court to constitute the basis for the exercise of due process of law. (Plaintiff did not freely give up his unwaivable and fundamental rights when agreeing to the forum selection clause.) Accordingly, the court will not dismiss the action herein, but will grant a stay pending the resolution of the matter in the forum state selected in the agreement of the parties. When such litigation is concluded, any party may utilize this action to domesticate the sister-state judgment, subject to the requirements set forth herein, i.e., that the sister-state court has afforded the plaintiff his unwaivable rights in accordance with fundamental California public policy. The California court has the power to refuse to enforce a sister-state judgment which violates due process. See *Commercial National Bank of Peoria v Kermeen* (1990) 225 Cal.App.3rd 396.

Accordingly the court will grant the motion forum non conveniens and stay the within action, pending resolution of the dispute in accordance with the forum selection clause in the agreement at issue in the litigation. The court sets the date of April 7, 2021 at 9:30 AM in Dept. A for an OSC re status of sister-state litigation.

Since the issues raised in the demurrer should be considered by the court which will hear the merits of the controversy as a matter of comity, the court orders the demurrer off calendar.

Moving party is ordered to give notice of these orders and findings.

A copy of this minute order is mailed to counsel for appearing parties.

The Motion to Stay Execution or in the Alternative to Dismiss, the Action on the Grounds of Forum Non-Conveniens filed by Blockfi Lending LLC, a Delaware Limited Liability Company on 06/10/2020 is Granted.

The Motion for Stay of Proceedings or in the Alternative Dismiss filed by Scratch Services,

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LLC, a Delaware Limited Liability Company on 06/15/2020 is Granted.

The Court hereby stays the case in its entirety.

Order to Show Cause Re: re Status of Sister-State Litigation is scheduled for 04/07/2021 at 09:30 AM in Department A at Burbank Courthouse.

Certificate of Mailing is attached.